

NEGOTIATED CONFLICT RESOLUTION AGREEMENT

This Negotiated Conflict Resolution Agreement ("Agreement") is entered into as of August, 2005 by and between GRAY TELEVISION LICENSEE, INC. ("Gray") and CBS STATIONS GROUP OF TEXAS L.P. ("CBS").

1. Gray is the licensee of Stations KXII (TV), Sherman, Texas, and KWTX (TV), Waco, Texas. KXII is authorized by the Federal Communications Commission ("FCC") to operate on NTSC Channel 12 and on digital television ("DTV") Channel 20. KWTX is authorized by FCC to operate on NTSC Channel 10 and on digital television ("DTV") Channel 53. In the first round of the FCC's DTV channel election process, Gray elected NTSC Channels 12 and 10, respectively, for the post-transition DTV operations of KXII and KWTX.

2. CBS is the licensee of Station KTVT, Fort Worth, Texas, which is authorized by the FCC to operate on NTSC Channel 11 and on DTV Channel 19. In the first round of the FCC's DTV channel election process, CBS elected its NTSC Channel 11 for the post-transition DTV operations of KTVT.

3. Station KTVT has been notified by the FCC that its proposed digital operation on its elected NTSC Channel 11 would result in 11.6 % new interference to Station KXII's proposed digital operation on its elected NTSC Channel 12, and 0.3 % new interference to Station KWTX's proposed digital operation on its elected NTSC Channel 10.

4. Station KWTX has been notified by the FCC that its proposed digital operation on its elected NTSC Channel 10 would result in 0.5 % new interference to Station KTVT's proposed digital operation on its elected NTSC Channel 11. (Station KXII's election of its NTSC Channel 12 did not cause impermissible interference and was tentatively approved by the FCC in Public Notice, DA 05-1743, released June 23, 2005.)

5. Each of the parties wishes to retain its respective first round DTV channel elections. Accordingly, Gray and CBS hereby agree to accept the mutual interference that would result from Station KTVT's currently proposed digital operation on NTSC Channel 11 and Station KWTX's currently proposed digital operation on NTSC Channel 10 (it nonetheless being understood by the parties that Station KWTX could maintain its Channel 10 election, without an agreement to accept interference by Station KTVT, by notifying the FCC of its decision to avail itself of the policy announced in Public Notice DA 05-2233, released August 2, 2005 (the "Public Notice"), which affords a station allotted an out-of-core DTV channel (i.e., a channel from Channels 52 to 69), and electing its NTSC channel for post-transition digital operations, an allowance for new interference caused to another stations election of 2%). Further, Gray agrees to accept the interference to KXII's digital operation on Channel 12 that would result from Station KTVT's currently proposed digital operation on NTSC Channel 11.

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6. Except for the mutual agreement set forth in Paragraph 5, no consideration is being paid or promised by either party in connection with this Agreement.

7. The parties shall each seek the FCC's approval of this agreement by submitting an FCC Form 383 ("Digital Channel Election for Television Broadcast Station: First Round Conflict Decision"), in connection with Docket Number 03-15, by August 15, 2005. The parties also agree that they will cooperate with each other to provide the FCC with all other information (including, without limitation, a copy of this Agreement and the information referenced in the Public Notice) which the FCC may request in connection with the parties' respective DTV channel elections.

GRAY TELEVISION
LICENSEE, INC.

By:

Robert Beizer

Title:

Secretary

CBS STATIONS GROUP OF
TEXAS L.P.

By:

Donald E. Fiedel

Title:

Vice President, Associate
General Counsel & Assistant
Secretary